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F-059374

FILE NUMBER



FOREIGN

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that a duly authenticated copy of the

CERTIFICATE OF OWNERSHIP AND MERGER

of AIRCO, INC.
a foreign corporation of Delaware
(Merging with and into itself BOC MERGER CORPORATION (not qualified in Wash.))

was filed for record in this office at 8:00 o'clock a. m., on this date, and
I further certify that such copy remains on file in this office.

Filed at request of _____
U S Corp. Co.
70 Pine St.
New York, NY 10005
Attn: Peter C. Davis

Filing and recording fee \$ _____
License to June 30, 19__ \$ _____
Excess pages @ 25¢ \$ _____

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
May 25, 1978

Microfilmed, Roll No. 1432

Page 110

BRUCE K. CHAPMAN
SECRETARY OF STATE



99093 MAY 26 78

FILED
MAY 25 1978
SECRETARY OF STATE
STATE OF WASHINGTON

CERTIFICATE OF OWNERSHIP AND MERGER

OF

BOC MERGER CORPORATION

INTO

AIRCO, INC.

Under Section 253 of the General Corporation Law
of the State of Delaware

CERTIFICATE OF OWNERSHIP AND MERGER

OF

BOC MERGER CORPORATION

INTO

AIRCO, INC.

Under Section 253 of the General Corporation Law
of the State of Delaware

Pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, the undersigned hereby certifies:

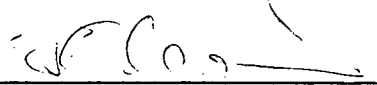
FIRST: That attached hereto as Exhibit I is a copy of the resolutions of the Board of Directors of BOC MERGER CORPORATION, a Delaware corporation ("BOC"), authorizing the merger of BOC into AIRCO, INC., a Delaware corporation, on the terms and conditions set forth therein.

SECOND: That said resolutions were duly adopted on May 8, 1978 at a meeting of the Board of Directors of BOC.

THIRD: That the proposed merger has been approved by the written consent of the sole holder of outstanding stock of BOC, pursuant to Section 228(a) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed
this Certificate under penalties of perjury this 8th day of
May, 1978.

BOC MERGER CORPORATION

By 
Paul G. Bosonnet,
Chairman of the Board

ATTEST:

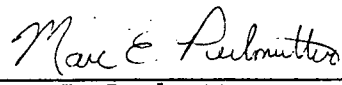

Marc E. Perlmutter,
Secretary

EXHIBIT I

RESOLUTIONS AUTHORIZING THE MERGER OF BOC MERGER
CORPORATION INTO AIRCO, INC.

(Adopted by the Board of Directors of BOC MERGER
CORPORATION on May 8, 1978)

RESOLVED, that this Corporation, being the owner of more than ninety percent (90%) of the outstanding shares of common stock, par value \$1.00 each (the "Common Shares"), of Airco, Inc., a Delaware corporation ("Airco"), Common Shares being the only class of shares of Airco outstanding, merge itself into Airco pursuant to Section 253 of the General Corporation Law of the State of Delaware for the purpose of carrying out a reorganization of this Corporation and Airco within the meaning of the United States Internal Revenue Code of 1954, as amended, pursuant to the Plan of Reorganization set forth below.

RESOLVED, that the terms and conditions of the merger and of the Plan of Reorganization of this Corporation and Airco shall be as follows:

1. The effective date of the merger (the "Effective Date") shall be the date on which the Certificate of Ownership and Merger pursuant to Section 253 of the General Corporation Law of the State of Delaware shall be filed with the Secretary of State of the State of Delaware.

2. On the Effective Date of the merger:

2.1 Airco and this Corporation shall be a single corporation, which shall be Airco;

2.2 the separate existence of this Corporation shall cease;

2.3 the Certificate of Incorporation and the By-laws of Airco then in effect shall remain in effect until amended as provided by law or as provided therein;

vb



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton *Secretary of State of the State of Delaware,*
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Ownership of the "AIRCO, INC.", merging "BOC MERGER CORPORATION",
pursuant to Section 253 of the General Corporation Law of the State of Delaware,
as received and filed in this office the ninth day of May, A.D. 1978, at 9 o'clock
A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this ninth day
of May in the year of our Lord
one thousand nine hundred and seventy-eight.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

Andrew

Assistant Secretary of State